

TABLE OF LEADING ARTICLES — AUTHORS
 (Continued)

PLACID, RAYMOND, CARL PACINI, PAMELLA SEAY, AND, <i>Accountants, Attorney-Client Privilege, and the Kovel Rule: Waiver Through Inadvertent Disclosure via Electronic Communication</i>	893
SEAY, PAMELLA, AND RAYMOND PLACID, CARL PACINI, <i>Accountants, Attorney-Client Privilege, and the Kovel Rule: Waiver Through Inadvertent Disclosure via Electronic Communication</i>	893
SNYDER, FRANKLIN G., <i>More Pieces of the CEO Compensation Puzzle</i>	129
STOUT, LYNN A., <i>On the Proper Motives of Corporate Directors (Or, Why You Don't Want to Invite Homo Economicus to Join Your Board)</i>	1
USUI, TAKAYUKI, <i>Corporate Governance of Banking Organiza- tions in the U.S. and in Japan</i>	563
VESTAL, ALLAN W., <i>"Real Partnerships" and Real Problems: Conforming Business Entity Law to Fiscal Realities and Popular Conceptions</i>	877

TABLE OF LEADING ARTICLES — TITLES

	<i>Page</i>
AFTER ENRON: REMEMBERING LOYALTY DISCOURSE IN CORPORATE LAW. <i>Lyman Johnson</i>	27
ACCOUNTANTS, ATTORNEY-CLIENT PRIVILEGE, AND THE <i>KOVEL</i> RULE: WAIVER THROUGH INADVERTENT DISCLOSURE VIA ELECTRONIC COMMUNICATION <i>Carl Pacini, Pamella Seay, and Raymond Placid</i>	893
BRING ON 'DA NOISE: THE SEC'S PROPOSALS CONCERNING PROFESSIONAL CONDUCT FOR ATTORNEYS UNDER SARBANES-OXLEY. <i>Marilyn Blumberg Cane and Sarah Smith Kelleher</i>	599
CAN UK SMALL BUSINESSES OBTAIN GROWTH CAPITAL IN THE PUBLIC EQUITY MARKETS?—AN OVERVIEW OF THE SHORTCOMINGS IN UK AND EUROPEAN SECURITIES REGULATION AND CONSIDERATIONS FOR REFORM <i>Hse-Yu Chiu</i>	933
THE CONVERGENCE OF FIDUCIARY DUTIES IN UNINCORPORATED AND INCORPORATED ENTITIES: THE ISSUE, ITS IMPLICATIONS, ITS LIMITATIONS (April 11, 2003)	999
CORPORATE GOVERNANCE OF BANKING ORGANIZATIONS IN THE U.S. AND IN JAPAN. <i>Takayuki Usui</i>	563
DETERMINING AND PRESERVING THE ASSETS OF DOTCOMS. <i>Robert Brady, Sean Beach, and Karen B. Skomorucha</i>	185
THE ENRON DECISION: CLOSING THE FRAUD-FREE ZONE ON ERRANT GATEKEEPERS? <i>Gary J. Aguirre</i>	447
MORE PIECES OF THE CEO COMPENSATION PUZZLE <i>Franklin G. Snyder</i>	129

TABLE OF LEADING ARTICLES — TITLES
(Continued)

NO-SHOP CLAUSES. <i>Karl Balz</i>	513
"REAL PARTNERSHIPS" AND REAL PROBLEMS CONFORMING BUSINESS ENTITY LAW TO FISCAL REALITIES AND POPULAR CONCEPTIONS. <i>Allan W. Vestal</i>	877
ON THE PROPER MOTIVES OF CORPORATE DIRECTORS (OR WHY YOU DON'T WANT TO INVITE <i>HOMO ECONOMICUS</i> TO JOIN YOUR BOARD). <i>Lynn A. Stout</i>	1
THE REVISION OF TAIWAN'S COMPANY LAW: THE STRUGGLE TOWARDS A SHAREHOLDER-ORIENTED MODEL IN ONE CORNER OF EAST ASIA. <i>Christopher John Gulinello</i>	75

TABLE OF NOTES/COMMENTS — TITLES

	<i>Page</i>
<i>C.F. TRUST, INC. v. FIRST FLIGHT LIMITED PARTNERSHIP. WILL THE VIRGINIA SUPREME COURT PERMIT OUTSIDER REVERSE VEIL-PIERCING AGAINST A LIMITED PARTNERSHIP?</i> <i>Leslie C. Heilman, Comment</i>	619
<i>EMERALD PARTNERS v. BERLIN: IS IT MISUNDERSTOOD?</i> <i>Janaki Rege Catanzarite, Note</i>	225
<i>FOREIGN TRADE ANTITRUST IMPROVEMENTS ACT: A THREE RING CIRCUS—THREE CIRCUITS, THREE INTERPRETATIONS</i> <i>Deborah J. Buswell, Comment</i>	979
<i>TENDER OFFERS AND SHORT-FORM MERGERS BY CONTROLLING SHAREHOLDERS UNDER DELAWARE LAW THE "800-POUND GORILLA" CONTINUES UNIMPEDED—IN RE PURE RESOURCES, INC., SHAREHOLDERS LITIGATION</i> <i>Christopher A. Iacono, Comment</i>	645

CASE INDEX

	<i>Page</i>
ADVANTA CORP., FLEETBOSTON FINANCIAL CORP v., No. 16,912-NC (Del. Ch. Jan. 22, 2003). JACOBS, <i>Vice Chancellor</i>	748
ALPHA TRUST, BRANDYWINE DEVELOPMENT GROUP, L.L.C. v., No. 19321 NC (Del. Ch. Jan. 30, 2003). JACOBS, <i>Vice Chancellor</i>	711
AMERICAN LEGACY FOUNDATION v. LORILLARD TOBACCO CO., No. 19,406 (Del. Ch. Jan. 30, 2003). LAMB, <i>Vice Chancellor</i>	677
A.R. DEMARCO ENTERPRISES, INC. v. OCEAN SPRAY CRANBERRIES, INC., No. 19,133-NC (Del. Ch. Nov. 26, 2002 (revised Dec. 4, 2002). CHANDLER, <i>Chancellor</i>	698
BENTAS v. HASEOTES, No. 17,223 NC (Del. Ch. Mar. 27, 2003). JACOBS, <i>Vice Chancellor</i>	1019
BERLIN, EMERALD PARTNERS v., No. 9,700 (Del. Ch. Apr. 28, 2003). JACOBS, <i>Vice Chancellor</i>	1027
BRADDOCK, ZIMMERMAN v., No. 18,473-NC (Del. Ch. Dec. 20, 2002) (revised Dec. 31, 2002). NOBLE, <i>Vice Chancellor</i>	856
BRANDYWINE DEVELOPMENT GROUP, L.L.C. v. ALPHA TRUST, No. 19,321 NC (Del. Ch. Jan. 30, 2003). JACOBS, <i>Vice Chancellor</i>	711
CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM v. COULTER, No. 19,191 (Del. Ch. Dec. 18, 2002). NOBLE, <i>Vice Chancellor</i>	721
CENTENNIAL BEAUREGARD CELLULAR LLC, ERICKSON v., No. 19,974 (Del. Ch. Apr. 11, 2003). CHANDLER, <i>Chancellor</i>	1096
COATES v. NETRO CORP., No. 19,154 (Del. Ch. Sept. 11, 2002). CHANDLER, <i>Chancellor</i>	241
COULTER, CALIFORNIA PUBLIC EMPLOYEES' RETIRE- MENT SYSTEM v., No. 19,191 (Del. Ch. Dec. 18, 2002). NOBLE, <i>Vice Chancellor</i>	721
CYTOKINE PHARMASCIENCES, INC., GRAY v., No. 17,451 (Del. Ch. Apr. 25, 2002). LAMB, <i>Vice Chancellor</i>	291

CASE INDEX
(Continued)

DELAWARE EXPRESS SHUTTLE, INC. v. OLDER, No. 19,596 (Del. Ch. Oct. 23, 2002). NOBLE, <i>Vice Chancellor</i>	249
DONALDSON, LUFKIN & JENRETTE, INC., TOOLEY v., No. 18,414-NC (Consolidated) (Del. Ch. Jan. 21, 2003). CHANDLER, <i>Chancellor</i>	829
DRYSON ACCEPTANCE CORP., JACOBSON v., No. 17,684 (Del. Ch. Jan. 9, 2002). LAMB, <i>Vice Chancellor</i>	353
DYNERGY, INC., TELSTRA CORP., LTD. v., No. 19,369 (Del. Ch. Mar. 4, 2003). LAMB, <i>Vice Chancellor</i>	1146
EMERALD PARTNERS v. BERLIN, No. 9,700 (Del. Ch. Apr. 28, 2003). JACOBS, <i>Vice Chancellor</i>	1027
ENTERPRISES, INC. v., No. 19,133-NC (Del. Ch. Nov. 26, 2002 (revised Dec. 4, 2002). CHANDLER, <i>Chancellor</i>	698
ERICKSON v. CENTENNIAL BEAUREGARD CELLULAR LLC, No. 19,974 (Del. Ch. Apr. 11, 2003). CHANDLER, <i>Chancellor</i>	1096
FLEETBOSTON FINANCIAL CORP v. ADVANTA CORP., No. 16,912-NC (Del. Ch. Jan. 22, 2003). JACOBS, <i>Vice Chancellor</i>	748
FREUND v. LUCENT TECHNOLOGIES, INC., No. 18,893 (Del. Ch. Jan. 9, 2003). LAMB, <i>Vice Chancellor</i>	808
GRAY v. CYTOKINE PHARMASCIENCES, INC., No. 17,451 (Del. Ch. Apr. 25, 2002). LAMB, <i>Vice Chancellor</i>	291
HEWLETT v. HEWLETT-PACKARD CO., No. 19,513-NC (Del. Ch. Apr. 8, 2002). CHANDLER, <i>Chancellor</i>	309
HEWLETT v. HEWLETT-PACKARD CO., No. 19,513-NC (Del. Ch. Apr. 30, 2002) (revised May 3, 2002). CHANDLER, <i>Chancellor</i>	326
HEWLETT-PACKARD CO., HEWLETT v., No. 19,513-NC (Del. Ch. Apr. 8, 2002). CHANDLER, <i>Chancellor</i>	309
HEWLETT-PACKARD CO., HEWLETT v., No. 19,513-NC (Del. Ch. Apr. 30, 2002) (revised May 3, 2002). CHANDLER, <i>Chancellor</i>	326
JACOBSON v. DRYSON ACCEPTANCE CORP., No. 17,684 (Del. Ch. Jan. 9, 2002). LAMB, <i>Vice Chancellor</i>	353
JOHNSON v. SHAPIRO, No. 17,651 (Del. Ch. Oct. 18, 2002). LAMB, <i>Vice Chancellor</i>	361

CASE INDEX
(Continued)

JOHNSON v. WAGNER, No. 17,651 (Del. Ch. Apr. 10, 2003) (revised Apr. 17, 2003). LAMB, <i>Vice Chancellor</i>	1109
LITT v. WYCOFF, No. 19,083-NC (Del. Ch. Mar. 28, 2003). NOBLE, <i>Vice Chancellor</i>	1126
LORILLARD TOBACCO CO., AMERICAN LEGACY FOUNDATION v., No. 19,406 (Del. Ch. Jan. 30, 2003). LAMB, <i>Vice Chancellor</i>	677
LCENT TECHNOLOGIES, INC., FREUND v., No. 18,893 (Del. Ch. Jan. 9, 2003). LAMB, <i>Vice Chancellor</i>	808
MANZO v. RITE AID CORP., No. 18,451-NC (Del. Ch. Dec. 19, 2002). CHANDLER, <i>Chancellor</i>	819
McKESSON HBOC, INC., SAITO v., No. 18,553 (Del. Ch. Oct. 25, 2002) (revised Nov. 13, 2002). CHANDLER, <i>Vice Chancellor</i>	406
NCS HEALTHCARE, INC., OMNICARE v., No. 19,800 & <i>IN RE</i> NCS HEALTHCARE, INC., SHAREHOLDERS LITIGATION, No. 19,786 (Consolidated) (Del. Ch. Oct. 29, 2002). LAMB, <i>Vice Chancellor</i>	375
<i>IN RE</i> NCS HEALTHCARE, INC., SHAREHOLDERS LITIGATION, No. 19,786 (Consolidated), OMNICARE v. NCS HEALTHCARE, INC., No. 19,800 & (Del. Ch. Oct. 29, 2002). LAMB, <i>Vice Chancellor</i>	375
NETRO CORP., COATES v., No. 19,154 (Del. Ch. Sept. 11, 2002). CHANDLER, <i>Chancellor</i>	241
OCEAN SPRAY CRANBERRIES, INC., A.R. DEMARCO HASEOTES, BENTAS v., No. 17,223 NC (Del. Ch. Mar. 27, 2003). JACOBS, <i>Vice Chancellor</i>	1019
OLDER, DELAWARE EXPRESS SHUTTLE, INC. v., No. 19,596 (Del. Ch. Oct. 23, 2002). NOBLE, <i>Vice Chancellor</i> ..	249
OMNICARE v. NCS HEALTHCARE, INC., No. 19,800 & <i>IN RE</i> NCS HEALTHCARE, INC., SHAREHOLDERS LITIGA- TION, No. 19,786 (Consolidated) (Del. Ch. Oct. 29, 2002). LAMB, <i>Vice Chancellor</i>	375
PERCONTI v. THORNTON OIL CORP., No. 18,630-NC (Del. Ch. May 3, 2002). NOBLE, <i>Vice Chancellor</i>	389

CASE INDEX
(Continued)

RITE AID CORP., MANZO v., No. 18,451-NC (Del. Ch. Dec. 19, 2002). CHANDLER, <i>Chancellor</i>	819
SAITO v. McKESSON HBOC, INC., No. 18,553 (Del. Ch. Oct. 25, 2002) (revised Nov. 13, 2002). CHANDLER, <i>Vice Chancellor</i>	406
SHAPIRO, JOHNSON v., No. 17,651 (Del. Ch. Oct. 18, 2002). LAMB, <i>Vice Chancellor</i>	361
SOMERVILLE S TRUST v. USV PARTNERS, LLC, No. 19,446-NC (Del. Ch. Aug. 2, 2002). JACOBS, <i>Vice Chancellor</i>	430
TELSTRA CORP., LTD. v. DYNERGY, INC., No. 19,369 (Del. Ch. Mar. 4, 2003). LAMB, <i>Vice Chancellor</i>	1146
THORNTON OIL CORP., PERCONTI v., No. 18,630-NC (Del. Ch. May 3, 2002). NOBLE, <i>Vice Chancellor</i>	389
TOOLEY v. DONALDSON, LUFKIN & JENRETTE, INC., No. 18,414-NC (Consolidated) (Del. Ch. Jan. 21, 2003). CHANDLER, <i>Chancellor</i>	829
USV PARTNERS, LLC, SOMERVILLE S TRUST v., No. 19,446-NC (Del. Ch. Aug. 2, 2002). JACOBS, <i>Vice Chancellor</i>	430
WAGNER, JOHNSON v., No. 17,651 (Del. Ch. Apr. 10, 2003) (revised Apr. 17, 2003). LAMB, <i>Vice Chancellor</i>	1109
WEST CENTER CITY NEIGHBORHOOD ASSOCIATION, INC. v. WEST CENTER CITY NEIGHBORHOOD PLANNING ADVISORY COMMITTEE, INC., No. 19,557-NC (Del. Ch. Jan. 24, 2003). NOBLE, <i>Vice Chancellor</i>	835
WEST CENTER CITY NEIGHBORHOOD PLANNING ADVISORY COMMITTEE, INC., WEST CENTER CITY NEIGHBORHOOD ASSOCIATION, INC. v., No. 19,557-NC (Del. Ch. Jan. 24, 2003). NOBLE, <i>Vice Chancellor</i>	835
WYCOFF, LITT v., No. 19,083-NC (Del. Ch. Mar. 28, 2003). NOBLE, <i>Vice Chancellor</i>	1126
ZIMMERMAN v. BRADDOCK, No. 18,473-NC (Del. Ch. Dec. 20, 2002) (revised Dec. 31, 2002). NOBLE, <i>Vice Chancellor</i>	856

STATUTES CONSTRUED¹

CAL. CORP. CODE	DEL. CODE ANN. tit. 10		
§ 707	241	§ 3114	353
DEL. CODE ANN. tit. 6		U.S.C. tit. 12	
§ 18-305	430	§ 831p-1	1126
§ 18-305(a)	430	§ 1467a(m)	1126
§ 18-305(a)(3)	430	U.S.C. tit. 18	
§ 2001	249	§ 215	1126
§ 2001(4)	249	§ 215(a)	1126
§ 2001(4)(a)	249	§ 215(c)	1126
DEL. CODE ANN. tit. 8		§ 371	383
§ 102(b)(7)	361, 711, 1027	§ 1343	383
§ 102(b)(7)(iv)	1027	§ 1346	383
§ 122(5)	1126	§ 1956(h)	383
§ 141(a)	856	§ 1957	383
§ 141(e)	819	U.S.C. tit. 42	
§ 141(h)	721, 1126	§ 5301	835
§ 144	721	§ 5318	835
§ 145	383	§ 5318(a)	835
§ 145(a)	383	12 C.F.R.	
§ 145(c)	383	17 C.F.R.	
§ 145(f)	383	12 C.F.R.	
§ 174	1027	§ 570	1126
§ 218(c)	309	17 C.F.R.	
§ 220	721, 808, 1126	§ 240.13d-4	375
§ 220(c)	808	§ 240.14e-1	361
§ 220(d)	353	17 C.F.R.	
§ 225	309, 835	12 C.F.R.	
§ 225(b)	309, 326	17 C.F.R.	
§ 226(b)	1019	12 C.F.R.	
§ 262	1027, 1096	17 C.F.R.	
§ 262(h)	291	12 C.F.R.	
§ 262(j)	291	17 C.F.R.	

¹Page reference is to the first page of the case in which the statute or rule is construed.

§ 1413	1126
§ 1413(a)	1126
§ 2102(a)	1126

RULES OF COURT¹

Del. Court of Chancery Rule 8(a)	856
Del. Court of Chancery Rule 12(b)(6)	241, 309, 698, 721, 819, 856
Del. Court of Chancery Rule 12(f)	698
Del. Court of Chancery Rule 15(aaa)	721, 856
Del. Court of Chancery Rule 23(1)	1126
Del. Court of Chancery Rule 23(a)(1)	1096
Del. Court of Chancery Rule 23(b)(3)	406, 819
Del. Court of Chancery Rule 23.1	241, 698, 721, 808, 819, 829, 856
Del. Court of Chancery Rule 26(b)(3)	406
Del. Court of Chancery Rule 56	677, 711
Del. Court of Chancery Rule 56(c)	808, 1146
Del. Court of Chancery Rule 56(e)	353, 361, 375
Del. Court of Chancery Rule 56(f)	677
Del. Court of Chancery Rule 220	721, 808

¹Page reference is to the first page of the case in which the statute or rule is construed.

